

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Theodore Tsekerides (*pro hac vice*)
(theodore.tsekerides@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**NOTICE OF RESERVATION OF RIGHTS
OF THE DEBTORS AND CERTAIN PPA
COUNTERPARTIES WITH RESPECT TO
ASSUMPTION OF ENERGY
PROCUREMENT AGREEMENTS AND
CURE AMOUNTS**

1 **PLEASE TAKE NOTICE** that on January 29, 2019, PG&E Corporation and Pacific Gas and
2 Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-
3 captioned chapter 11 cases, each filed a voluntary petition for relief under chapter 11 of title 11 of the
4 United States Code with the United States Bankruptcy Court for the Northern District of California (San
5 Francisco Division) (the “**Bankruptcy Court**”).

6 **PLEASE TAKE NOTICE** that on March 17, 2020, the Bankruptcy Court entered an Order
7 [Docket No. 6483] (the “**Disclosure Statement and Solicitation Procedures Order**”) that, among other
8 things, approved the disclosure statement for the *Debtors’ and Shareholder Proponents’ Joint Chapter*
9 *11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified, or
10 supplemented from time to time, and together with all exhibits and schedules thereto, the “**Plan**”). In
11 accordance with the Disclosure Statement and Solicitation Procedures Order, the Debtors commenced
12 solicitation of the Plan on or about March 30, 2020, and the hearing to consider confirmation of the Plan
13 is scheduled for May 27, 2020.

14 **PLEASE TAKE FURTHER NOTICE** that consistent with the provisions of the Plan, on
15 May 1, 2020, the Debtors filed that certain *Notice of Filing of Plan Supplement in Connection with*
16 *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated March 16, 2020*
17 [Docket No. 7037] (the “**Plan Supplement**”). The Debtors’ proposed schedule of executory contracts
18 and unexpired leases (the “**Schedule of Assumed Contracts**”)¹ to be assumed under the Plan and
19 corresponding proposed Cure Amounts were set forth as **Exhibit B** to the Plan Supplement.

20 **PLEASE TAKE FURTHER NOTICE** that, consistent with the provisions of the Plan, and as
21 set forth in the Schedule of Assumed Contracts and the related notices served on counterparties to any
22 agreements listed in the Schedule of Assumed Contracts (each, a “**Cure Notice**”), any objection by a
23 counterparty to an executory contract or unexpired lease to (i) any Cure Amount, (ii) the ability of the
24 Reorganized Debtors or any assignee to provide “adequate assurance of future performance” (within the
25 meaning of section 365 of the Bankruptcy Code) under the executory contract or unexpired lease to be
26 assumed, or (iii) any other matter pertaining to assumption, assumption and assignment, or the Cure
27 Amounts required by section 365(b)(1) of the Bankruptcy Code (each, an “**Cure Objection**”) was
28 required to be filed, served, and actually received by the Debtors before the deadline set to file objections
29 to confirmation of the Plan, at 4:00 p.m. (Prevailing Pacific Time) on May 15, 2020 (the “**Cure**
30 **Objection Deadline**”).

31 **PLEASE TAKE FURTHER NOTICE** that the Debtors and the PPA Counterparties² continue
32 to work in good faith to resolve issues related to the Cure Amounts with respect to all projects, affiliates

33 ¹ Capitalized terms used but not herein defined have the meanings ascribed to such terms in the
34 Schedule of Assumed Contracts.

35 ² The PPA Counterparties are AV Solar Ranch 1, LLC, Avangrid Renewables, LLC, Calpine
36 Corporation, Capital Dynamics, Inc., Clearway Energy Group LLC, Clearway Energy, Inc.,
37 Consolidated Edison Development, Inc., Crockett Cogeneration, Diablo Winds, LLC, Enel North
38 America, Inc., Exelon Corporation, FTP Power, LLC, Gill Ranch Storage, LLC, KES Kingsburg, L.P.,
39 MC Shiloh IV Holdings, LLC, MRP San Joaquin Energy, LLC, Middle River Power, LLC, Mojave
40 Solar, LLC, Northwest Natural Gas Company, NRG Energy, Inc., NextEra Energy Partners, LP,
41 NextEra Energy, Inc., PSEG, PSEG Solar Source LLC, Southern Power Company, TerraForm Power,
42 Inc., Topaz Solar Farms, LLC, Vantage Wind Energy, LLC, Xoom Energy California, LLC, Arlington
43 Wind Power Project LLC, Rising Tree Wind Farm II LLC, Sun City Project LLC, Avenal Park LLC,
44 Sand Drag LLC, Hatchet Ridge Wind, LLC, Yuba City Cogeneration Partners, LP, Fresno
45 Cogeneration Partners, LP, EDF Renewables, Inc., Shiloh Wind Partners, LLC, Shiloh III Wind

1 and subsidiaries directly or indirectly owned or controlled in whole or in part by the PPA Counterparties.
2 The Debtors and the PPA Counterparties have agreed to the insertion of certain language in the proposed
3 Confirmation Order to be filed with the Court in advance of the Confirmation Hearing that will provide
4 the parties with time following entry of the Confirmation Order to attempt to resolve their issues with
5 respect to any potential Cure Objections. Accordingly, the Debtors and each of the PPA Counterparties
6 have agreed to reserve their respective rights with respect to any Cure Objections notwithstanding the
7 provisions of the Cure Notice and the passage of the Cure Objection Deadline.

8 **PLEASE TAKE FURTHER NOTICE** that copies of the pleadings and other documents
9 identified herein can be viewed and/or obtained: (i) by accessing the Bankruptcy Court's website at
10 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden Gate
11 Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and claims agent, Prime Clerk LLC,
12 at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based
13 parties; or +1 (929) 333-8977 for International parties or by e-mail at: pgeinfo@primeclerk.com. Note
14 that a PACER password is needed to access documents on the Bankruptcy Court's website.

15 Dated: May 15, 2020

WEIL, GOTSHAL & MANGES LLP
KELLER BENVENUTTI KIM LLP

/s/ Thomas B. Rupp

Thomas B. Rupp

Attorneys for Debtors and Debtors in Possession

16
17
18
19
20
21
22
23
24
25
26
27
28 Project, LLC, Shiloh Wind Project 2, LLC, Shiloh III Lessee, LLC, EEN CA Blackspring Ridge I
Wind Project L.P., and Enbridge Blackspring Ridge I Wind Project Limited Partnership.